company whose principal office is located in New Jersey, MH seeks to resolve this dispute in New Jersey -- not only because the facts of this dispute have a close nexus to New Jersey, where many of the events and contacts surrounding this action occurred, and where the disputed non-binding Letter of Interest was made and delivered to ICI, but because New Jersey is also the jurisdiction where the first lawsuit concerning the non-binding Letter of Interest was filed. New Jersey is a decidedly more convenient forum than California for the resolution of the claims at issue between MH and ICI.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 06, 2005.

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